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FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB  
3060-0589

Page 0

(1) LOCK BOX # <b>358145</b>		<b>FCC/MELLON</b>		<b>APR 12 2004</b>		SPECIAL USE ONLY	
						FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>							
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Wiley Rein &amp; Fielding, LLP</b>				(3) TOTAL AMOUNT PAID (U S Dollars and cents) <b>\$860.00</b>			
(4) STREET ADDRESS LINE NO 1 <b>1776 K Street, NW</b>							
(5) STREET ADDRESS LINE NO 2							
(6) CITY <b>Washington</b>				(7) STATE <b>DC</b>	(8) ZIP CODE <b>20006</b>		
(9) DAYTIME TELEPHONE NUMBFR (include area code) <b>202-719-7000 x 3581</b>				(10) COUNTRY CODE (if not in U S A ) <b>US</b>			
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>							
(11) PAYER (FRN) <b>0002151744</b>				(12) FCC USE ONLY			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET							
(13) APPLICANT NAME <b>Valor Communications Group, Inc.</b>							
(14) STREET ADDRESS LINE NO 1 <b>201 E. John Carpenter Freeway, Suite 200</b>							
(15) STREET ADDRESS LINE NO 2							
(16) CITY <b>Irving</b>				(17) STATE <b>TX</b>	(18) ZIP CODE <b>75062</b>		
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>972-373-1000</b>				(20) COUNTRY CODE (if not in U S A ) <b>US</b>			
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>							
(21) APPLICANT (FRN) <b>0010612513</b>				(22) FCC USE ONLY			
<b>COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>							
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE <b>CUT</b>			(25A) QUANTITY <b>1</b>		
(26A) FEE DUE FOR (PTC) <b>\$860.00</b>		(27A) TOTAL FEE <b>\$860.00</b>			FCC USE ONLY		
(28A) FCC CODE 1		(29A) FCC CODE 2					
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE			(25B) QUANTITY		
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE			FCC USE ONLY		
(28B) FCC CODE 1		(29B) FCC CODE 2					
<b>SECTION D - CERTIFICATION</b>							
<b>CERTIFICATION STATEMENT</b> I, <u>Chris You</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.							
SIGNATURE <u>Chris You</u>				DATE <u>4/12/2004</u>			
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>							
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____							
ACCOUNT NUMBER _____				EXPIRATION DATE _____			
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.							
SIGNATURE _____				DATE _____			



Wiley Rein & Fielding LLP

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Gregory J. Vogt  
202.719 3240  
gvogt@wrf.com

April 12, 2004

**BY MESSENGER**

Ms. Marlene H. Dortch  
Secretary, Federal Communications Commission  
Wireline Competition Bureau  
P O Box 358145  
Pittsburgh, PA 15251-5145

Re: *Valor Telecommunications, LLC and Shareholders of Valor  
Communications Group, Inc., Application for Transfer of Control of  
Domestic and International Authority Under Section 214 of the  
Communications Act, as Amended*

Dear Ms. Dortch:

Please find enclosed an original and six (6) copies of an application for Commission approval to transfer control of Valor Telecommunications, LLC and its subsidiaries to the Shareholders of Valor Communications Group, Inc., pursuant to Section 214 of the Communications Act.

Pursuant to Section 63.04(b) of the Commission's rules, this application is submitted as a consolidated domestic and international section 214 transfer of control application ("Consolidated Application"). This Consolidated Application has been filed concurrently with the International Bureau, in accordance with the Commission's rules, via the International Bureau Filing System.

Also enclosed is a completed FCC Form 159 and a check made payable to the FCC in the amount of \$860 to cover the filing fee for the domestic transfer of control application.

Wiley Rein & Fielding LLP

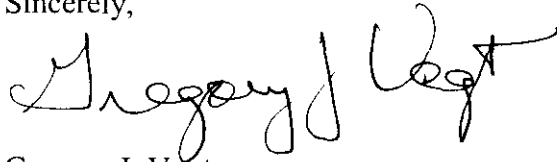
Ms. Marlene H. Dortch

April 12, 2004

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Please do not hesitate to contact the undersigned should you have any questions

Sincerely,

A handwritten signature in black ink, appearing to read "Gregory J. Vogt". The signature is fluid and cursive, with the first name "Gregory" being more prominent than the last name "Vogt".

Gregory J. Vogt

*Counsel for Valor Telecommunications, LLC  
and Valor Communications Group, Inc*

12191167

**Before the  
Federal Communications Commission  
Washington, D.C. 20554**

In the Matter of	)	
	)	
VALOR TELECOMMUNICATIONS, LLC,	)	
Transferor	)	File No. ITC-T/C-_____
	)	
and	)	WCB Docket No. _____
	)	
SHAREHOLDERS OF VALOR COMMUNICATIONS	)	
GROUP, INC., Transferees	)	
	)	
Application for Transfer of Control of	)	
Domestic and International Authority Under	)	
Section 214 of the Communications Act, as	)	
Amended	)	
To		International Bureau
		Wireline Competition Bureau

**APPLICATION FOR TRANSFER OF CONTROL**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Sections 63.03, 63.04 and 63.24(e) of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.04, and 63.24(e), Valor Telecommunications, LLC ("Valor Parent" or "Transferor") seeks consent to transfer control of certain subsidiaries that provide domestic and international telecommunications services under Section 214 of the Act to a diverse group of individual and institutional shareholders of Valor Communications Group, Inc. (the "Transferees").

Valor Parent currently is the holding company for various subsidiaries that primarily provide local exchange and other communications services to rural communities in four southwestern states. The companies' founders, management, and various institutional equity investors privately hold shares in Valor Parent and its subsidiaries. As part of a corporate

reorganization and in preparation for an initial public offering (“IPO”), Valor Communications Group, Inc. (“VCG”), a newly created holding company, will acquire all of the equity interests in Valor Parent and certain other subsidiaries. Although the *pro forma* internal reorganization will not require prior Commission approval, Valor Parent anticipates that once the IPO is consummated, no single shareholder will control VCG under the Commission’s rules. Therefore, Valor Parent seeks consent to transfer control of its licenseholding subsidiaries to VCG’s post-IPO shareholders as a group. For the reasons discussed herein, Commission approval of the transaction will serve the public interest, convenience, and necessity.

Pursuant to Section 63.04(b) of the Commission’s Rules, 47 C.F.R. § 63.04(b), Valor Parent and VCG (the “Applicants”) are filing a consolidated application seeking approval for the transfer of Valor Parent subsidiaries that hold domestic and international Section 214 authorizations. The information required for transfer of the international authorizations is provided in Section III below. *See* 47 C.F.R. § 63.24. As required by Section 63.04, the additional information required for the transfer of subsidiaries holding domestic Section 214 authority is provided in Exhibit A.

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission’s rules, 47 C.F.R. §§ 63.03, 63.12. As shown below, both the domestic and international components of this application qualify for streamlined processing.<sup>1</sup>

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<sup>1</sup> The parties have filed separate applications to transfer control of certain wireless licenses held by Valor Parent’s subsidiaries. A description of these applications is provided in Exhibit A, in the Applicants’ response to Section 63.04(a)(9).

## **I. DESCRIPTION OF THE PARTIES AND TRANSACTION**

### **A. The Applicants**

Valor Parent is a privately held Delaware limited liability company. The current ownership of Valor Parent includes: (1) entities controlled by three institutional equity investors (Welsh, Carson, Anderson & Stowe (“WCAS”), Vestar Capital Partners (“Vestar”) and Citicorp Venture Capital); (2) a group of individual investors who were founders of the Company; and (3) a group of senior executives.

Valor Parent is the direct parent of two subsidiary holding companies: Valor Telecommunications Southwest, LLC (“VTSW”) and Valor Telecommunications Southwest II, LLC (“VTSW II”). Valor Parent owns roughly 87% of VTSW and about 90% of VTSW II. Institutional investors, twelve individual investors and management hold the remaining shares in VTSW and institutional investors and 11 individual investors hold the remaining interests in VTSW II.

VTSW is a privately held limited liability corporation organized under the laws of Delaware. Through its various subsidiaries, VTSW provides a wide range of telecommunications services in four states. VTSW is the ultimate parent of Valor Telecommunications of Texas, L.P. (“Valor Texas”), an incumbent local exchange carrier (“LEC”) that owns and operates approximately 525,000 local access lines and provides communications services primarily to rural communities in New Mexico, Oklahoma, Texas, and Arkansas. VTSW is also the ultimate parent of certain other subsidiaries, including Valor Telecom LD, LP (a provider of interexchange and resold international services) and Southwest Enhanced Network Services, LP (an information services provider), which primarily serve markets served by Valor’s RLEC subsidiaries.

VTSW II is the parent of Valor Telecommunications Enterprises II, LLC (“VTE II”), a privately held limited liability company organized under the laws of Delaware. VTE II, in turn, is the parent company of Kerrville Communications Corp. (“KCC”), a diversified telecommunications service provider based in Kerrville, Texas and organized under the laws of Texas. KCC is primarily a rural LEC that provides a variety of communications services to its customers through four wholly owned subsidiaries: Kerrville Telephone, LP; KCC Telcom Inc., d/b/a/ K2C Telcom (“K2C”); Advanced Tel-Com Systems, LP (“ATS”); and Kerrville Cellular, Inc. (“KCI”). KCC provides resold international services to its customers through authorizations held by ATS and another subsidiary, Texas RSA15B2 Limited Partnership d/b/a Five Star Wireless (“Five Star”).

Valor Communications Group, Inc (“VCG”) is a holding company incorporated in Delaware for purposes of the initial public offering. Following the transaction described below, VCG will have no direct operations and its principal assets will be the direct and indirect equity interests in its subsidiaries.

#### **B. The Transaction**

Equity interests in Valor Parent, VTSW, and VTSW II, are currently held by the companies’ founders, management, and various equity sponsors directly and indirectly through various entities and a number of individual investors. Immediately prior to and in connection with the consummation of an initial public offering for VCG, the Applicants will reorganize their corporate structure. Specifically, VCG will acquire all of the issued and outstanding equity interests of Valor Parent, VTSW, and VTSW II from each of these companies’ existing equity investors in exchange for VCG securities and proceeds from the public offering. As a result of this reorganization, each of Valor Parent, VTSW and VTSW II will be either a direct or indirect

wholly owned subsidiary of VCG. Because the existing equity investors' relative ownership interests in VCG will be the same as their interests in Valor Parent and its subsidiaries, the reorganization will constitute a *pro forma* transfer of control under the FCC's rules, which does not require prior approval. See 47 C.F.R. §§ 63.03(d)(1); 63.24(d) Note 2(4).

Immediately subsequent to the reorganization, VCG will offer Income Deposit Securities ("IDSs") in the amount of \$ 875 million to the public. IDSs are securities comprised of common stock and subordinated notes, with each IDS representing one share of common stock and a subordinated note with a certain principal amount at a certain interest rate. Holders of IDSs are at all times the beneficial owners of the common stock and note represented by such IDSs and will have the same voting rights as direct holders of common stock. The IDSs will be traded on a yet-to-be-determined public stock exchange in the United States, and on the Toronto Stock Exchange in Canada. Merrill Lynch, CIBC World Markets and Lehman Brothers will be the lead underwriters for the public offering.

The Applicants anticipate that the offering will sufficiently dilute the current shareholders' ownership interests such that no single existing shareholder will hold a controlling interest in VCG subsequent to the offering, although two of the existing equity investors (WCAS and Vestar) will continue to hold a ten percent or greater (but significantly less than fifty percent) interest in VCG subsequent to the IPO. Furthermore, the Applicants anticipate that the VCG securities will be widely held subsequent to the IPO, and as a result no new ten percent or greater shareholders will be created. In short, no single shareholder will hold a controlling interest in VCG subsequent to the IPO.

The Applicants are providing the FCC with as much information as is currently available concerning the transaction. Should the information in this application change as to any material



aspect, the Applicants will update the application. Such revised information, however, will likely only be available after grant of the application and the IPO. Any such information will be included in the notice of consummation filed with the FCC following the IPO.

## **II. PUBLIC INTEREST STATEMENT**

The proposed transaction will enhance the financial stability of Valor Parent and its carrier subsidiaries by allowing the companies to pay off existing debt, increase liquidity, and expand the companies' access to different types of capital and capital markets. Prompt approval of the transaction will benefit Valor's customers, who will continue to be served by a rural-focused, locally-oriented carrier that specializes in meeting their communications needs. The transaction will remain transparent to Valor customers, who will continue to be served by the same operating companies and experienced personnel serving them today. Furthermore, there will be no interstate rate changes as a direct result of the reorganization. Because the transaction does not involve a transfer of access lines or any material change in the services provided by Valor, it raises no competitive concerns that the Commission has identified in previous transactions involving incumbent LECs.

Commission approval of this request will also ensure that Valor remains competitive in the market for international services in its four-state service area, and will ensure that consumers in those markets continue to benefit from an additional choice in international service providers.

For the above reasons, the public interest, convenience and necessity would be furthered by the grant of this application.

## **III. REQUEST TO TRANSFER CONTROL OF INTERNATIONAL 214 AUTHORIZATIONS UNDER SECTION 63.24**

In accordance with Section 63.24(e) of the Commission's Rules, the Applicants submit the following information in support of this application. Three Valor subsidiaries, Valor Telecom

LD, LP ("Valor LD"), Advanced Tel-Com Systems, LP ("ATS"), and Texas RSA15B2 Limited Partnership d/b/a Five Star Wireless ("Five Star") currently hold section 214 authorizations to provide resold international services. Since it is anticipated that no one shareholder will control VCG following the initial public offering, the information for the transferee is provided with respect to VCG, and not its individual shareholders.

### **Information for Transferor and Transferee**

(a) Name, address and telephone number:

Transferor:

Valor Telecommunications, LLC  
201 East John Carpenter Freeway  
Irving, TX 75062  
Tel. (972) 373-1000

Authorized Carriers:

Valor Telecom LD, LP  
Advanced Tel-Com Systems, LP  
Texas RSA15B2 Limited Partnership d/b/a Five Star Wireless  
c/o Valor Telecommunications, LLC  
201 East John Carpenter Freeway  
Irving, TX 75062  
Tel: (972) 373-1000

Transferee:

Valor Communications Group, Inc.  
201 East John Carpenter Freeway  
Irving, TX 75062  
Tel. (972) 373-1000

(b) Citizenship:

Transferor

Valor Parent is a limited liability company organized under the laws of Delaware.

Authorized Carriers:

Valor LD is a limited partnership organized under the laws of Delaware.

ATS is a limited partnership organized under the laws of Texas.

Five Star is a limited partnership organized under the laws of Texas.

Transferee:

VCG is a corporation organized under the laws of Delaware.

(c) Contact Information:

For the Transferor, Authorized Carriers, and Transferees:

William M. Ojile, Jr.  
Senior Vice President, Chief Legal Officer & Secretary  
Valor Telecommunications, LLC  
201 East John Carpenter Freeway  
Irving, TX 75062  
Tel: (972) 373-1000

with a copy to:

Gregory J. Vogt  
Bradley K. Gillen  
Chin Kyung Yoo  
Wiley Rein & Fielding LLP  
1776 K Street NW  
Washington, DC 20006  
Tel. (202) 719-7000  
Fax: (202) 719-7049

(d) International Section 214 Authorizations

Authorized Carriers.

Valor LD, ATS, and Five Star each hold authorizations under Section 214 of the Act to provide global resale service. *See* File No. ITC-214-20000719-00451 (Valor LD), File No. ITC-214-19981110-00835) (ATS), File No. ITC-214-20010802-00418 (Five Star).

Transferor:

Other than through the subsidiaries listed above, Valor Parent holds no international Section 214 authorizations.

Transferee:

VCG holds no international Section 214 authorizations.

### **Information for Transferee**

(h) Ten Percent or Greater Interest Holders:

The Applicants anticipate that the following entities will hold a greater than 10% interest in VCG after the initial public offering:

Welsh, Carson, Anderson & Stowe VIII, L.P.<sup>2</sup>  
320 Park Avenue Suite 2500  
New York, NY 10022-6815  
Citizenship: United States  
Principal Business: Financial Services  
Percentage Owned: Approximately 11%

Welsh, Carson, Anderson & Stowe IX, L.P.<sup>3</sup>  
320 Park Avenue Suite 2500  
New York, NY 10022-6815  
Citizenship: United States  
Principal Business: Financial Services  
Percentage Owned: Approximately 11%

Three investment funds managed by Vestar are expected to collectively (but not individually) hold a 10 percent or greater interest in VCG subsequent to the IPO. These funds, through various Vestar subsidiaries, are ultimately controlled by Daniel S. O'Connell, the founder and Chief Executive Officer of Vestar. Mr. O'Connell's information is as follows:

Daniel S. O'Connell  
c/o Vestar Capital Partners  
245 Park Ave., 41<sup>st</sup> Floor  
New York, NY 10043  
Citizenship: United States  
Principal business: Financial Services

---

<sup>2</sup> The general partner of Welsh, Carson, Anderson & Stowe VIII, L.P. is WCAS VIII Associates LLC, a U.S. limited liability company. No single person or entity holds a 50% or greater or controlling interest in WCAS VIII Associates LLC.

<sup>3</sup> The general partner of Welsh, Carson, Anderson & Stowe IX, L.P. is WCAS IX Associates LLC, a U.S. limited liability company. No single person or entity holds a 50% or greater or controlling interest in WCAS VIII Associates LLC.

Percentage Owned· Approximately 11%

In the unlikely event that other persons or entities purchase a greater than 10 percent interest in VCG in the IPO, VCG will supplement this information.

None of VCG's current directors nor any of the directors expected to join the VCG board at the time of the IPO currently sit on the board of directors of any foreign carrier. If directors are named subsequent to this filing who also serve as directors of a foreign carrier, VCG will supplement this information.

(i) Foreign Carrier Affiliations:

VCG certifies that, subsequent to the IPO, it will not and does not expect to be affiliated with any foreign carrier. In the unlikely event that new affiliations result from an IPO, VCG will supplement this application.

(j) Foreign Carrier and Destination Countries:

VCG certifies that (1) it is not a foreign carrier, (2) it does not control any foreign carriers, (3) no entity that owns more than 25% of or controls VCG controls a foreign carrier, and (4) two or more foreign carriers (or parties that control foreign carriers) do not own, in the aggregate, more than 25% of VCG. Although VCG does not anticipate that any single entity, or any two or more foreign carriers or entities controlling foreign carriers, will own more than 25% of VCG subsequent to the IPO, VCG will supplement this information if it becomes necessary.

(k) Showing of WTO Membership for Destination Countries:

Not applicable.

(l), (m) Showing of Non-Dominance/ Regulatory Classifications

Not applicable.

(n) Concessions:

VCG certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possess market power on the foreign end of the route and will not enter into such agreements in the future

(o) Federal Benefits:

The Applicants certify pursuant to Sections 1.2001 through 1.2003 that no party to the application is subject to a denial of Federal Benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 862.

(p) Streamlined Processing:

VCG does not have any foreign carrier affiliations and is not itself a foreign carrier. Therefore, it qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12.

**IV. REQUEST TO TRANSFER CONTROL OF DOMESTIC 214 AUTHORITY UNDER SECTION 63.04**

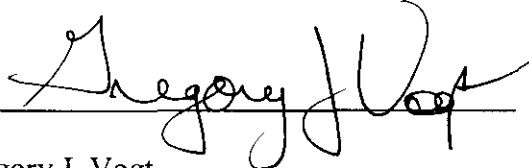
In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required by this section for the domestic Section 214 transfer of control application is provided in Exhibit A.

**V. CONCLUSION**

For the foregoing reasons, the Applicants request that the Commission authorize the transfer of control of Valor Parent and its subsidiaries to the shareholders of VCG in connection with the transaction described herein.

Respectfully submitted,

VALOR TELECOMMUNICATIONS, LLC  
VALOR COMMUNICATIONS GROUP, INC.

By: 

William M. Ojile, Jr.  
Senior Vice President, Chief Legal Officer  
& Secretary  
VALOR TELECOMMUNICATIONS, LLC  
201 E John Carpenter Freeway  
Suite 200  
Irving, TX 75062  
(972) 373-1000

Gregory J. Vogt  
Bradley K. Gillen  
Chin Kyung Yoo  
WILEY REIN & FIELDING LLP  
1776 K Street NW  
Washington, DC 20006  
T. (202) 719-7000  
F: (202) 719-7049

*Counsel for Valor Telecommunications,  
LLC and Valor Communications Group, Inc*

Dated: 4/12/04

**DECLARATION OF WILLIAM M. OJILE, JR.**

I, William M. Ojile, Jr., Senior Vice President, Chief Legal Officer & Secretary of Valor Telecommunications, LLC, do hereby certify under penalties of perjury that to the best of my knowledge, information, and belief, Valor Telecommunications, LLC and Valor Communications Group, Inc., including all officers, directors, or persons holding 5% or more of the outstanding stock or shares (voting and/or non-voting) of either company as specified in Section 1.2003(b) of the Commission's Rules, are not subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Date

4/9/04



William M. Ojile, Jr.

Senior Vice President, Chief Legal Officer  
& Secretary

VALOR TELECOMMUNICATIONS, LLC

## **EXHIBIT A**

Pursuant to Section 63.04(b) of the Commission's rules, 47 C.F.R. § 63.04(b), the Applicants submit the following additional information in support of their application to transfer domestic lines under Section 214

### **63.04(a)(6): Description of the Transaction**

The proposed transaction is described in Section I.B of the Application.

### **63.04(b)(7): Description of Geographic Service Area and Services in Each Area**

The services provided by Valor Parent's subsidiaries are described in Section I.A of the Application. Maps showing Valor Texas's exchanges and service areas in Texas, Oklahoma, New Mexico and Arkansas are attached as Exhibit B.

### **63.04(a)(8): Eligibility for Streamlined Processing**

This Application qualifies for streamlined processing pursuant to Section 63.03(b)(1)(ii) of the Commission's rules, 47 C.F.R. § 63.03(b)(1)(ii), which provides that streamlined procedures shall be presumed to apply to all transfer of control applications in which the transferee is not a telecommunications provider.<sup>1</sup> As explained above, the Applicants anticipate

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<sup>1</sup> Streamlined processing of this application also satisfies the Commission's general policy objectives in providing the procedure. Since no transfers in access lines or material changes in services will occur as a result of the transaction, approval is unlikely to lead to an increase in concentration in Valor's service areas. *See Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd 5517 ¶ 29 (2002). Furthermore, subsequent to the transaction, the Valor subsidiaries' collective market share in the interstate, interexchange market will be less than 10 percent; Valor will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant LEC that is not a party to the transaction; and Valor is an incumbent independent LEC that has fewer than two percent of the nation's subscriber lines installed in the

(continued on next page)



that shares of VCG will be widely held subsequent to the IPO and that no single shareholder will have control. Furthermore, the Applicants do not anticipate any telecommunications provider will hold a ten percent or greater interest in VCG subsequent to the IPO. *See* Section III(h) of the Application.

**63.04(a)(9): Other Related Applications**

Concurrently with this application, Valor Parent is filing applications to transfer control of various wireless authorizations held by its subsidiaries.

**63.04(a)(10): Statement of Imminent Business Failure**

Not applicable.

**63.04(a)(11): Separately Filed Waiver Requests**

None.

**63.04(a)(12): Public Interest Statement**

*See* Section II of the Application.

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aggregate nationwide, and will not gain any subscriber lines by virtue of this transaction. *See* 47 C.F.R. § 63.03(b)(2)(iii).

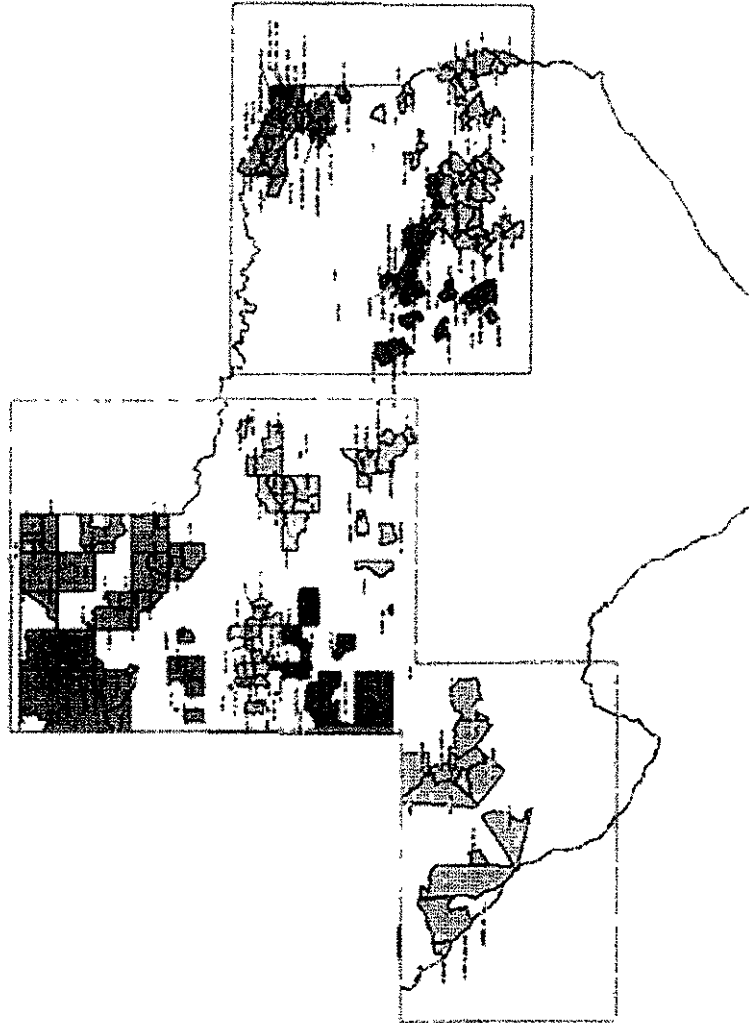
# EXHIBIT B



VALOR Telecom Service Areas and Exchanges:

Business Profile
Investors
Executive Team
Service Areas/Exchanges
Newsroom
Tariffs
Interconnection Documentation
Diversity

Map of Texas showing service areas and exchanges.





VALOR Telecom Exchanges for TEXAS

NAME OF CITIES	AREA CODES	EXCHANGE NUMBERS	NAME OF CITIES	AREA CODES	EXCHANGE NUMBERS
ABERNATHY	806	298	KENNARD	936	655
ADRIAN	806	538	KNOX CITY	940	658
AMHERST	806	246	LAKEVIEW	806	867
ANDREWS	432	464, 523, 524	LAMESA	806	872
ANNONA	903	697	LEONA	903	344
ANTON	806	997	LEVELLAND	806	894, 897
ASPERMONT	940	989	LINDEN	903	756
AUSTONIO	409	624	LITTLEFIELD	806	385
AVALON	972	627	LONE STAR	903	656
AVERY	903	684	LORAIN	325	737
AVINGER	903	562	LORENZO	806	634
BAGWELL	903	925	LOTT	254	584
BAIRD	325	854	LOVELADY	936	636
BALMORHEA	432	375	MALONE	254	533
BECKVILLE	903	678	MARIETTA	903	835
BEDIAS	936	395	MARQUEZ	903	529
BENJAMIN	940	454	MAUD	903	585
BLACKWELL	325	282	MAY	254	259
BLOOMING GROVE	903	695	MEADOW	806	539

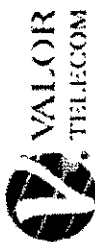
BOGATA	903	632	MEGARGEL	940	563
BON WIER	409	397	MEMPHIS	806	259
BOOKER	806	658	MENTONE	432	377
BOOKER, OK	580	768	MERKEL	325	928
BOVINA	806	238	MIAMI	806	868
BOYS RANCH	806	534	MILAM	409	625
BROADDUS	936	872	MILFORD	972	493
BRONSON	409	586	MOBEETIE	806	845
BROWNFIELD	806	637	MORAN	325	945
BUFFALO	903	322	MORGAN	254	635
BURKEVILLE	409	565	MORTON	806	266
BURLINGTON	254	869	MOUNT CALM	254	993
BYNUM	254	623	MUNDAY	940	422
CACTUS	806	966	NAPLES	903	897
CENTERVILLE	903	536	NAZARETH	806	945
CHANNING	806	235	NEGLEY	903	966
CHILTON	254	546	NEW BOSTON	903	628
CLARENDON	806	874	NEWTON	409	379
CLARKSVILLE	903	427, 428	NORMANGEE	936	396
CLAUDE	806	226	NORTH ZULCH	936	399
CLYDE	325	893	OAKWOOD	903	545
COLMESNEIL	409	837	ORLA	432	273
COYANOSA	432	343	PANHANDLE	806	537
CRAWFORD	254	486	PERRYTON, OK	580	992
CROCKETT	936	544, 545, 546, 852	PECOS	432	445, 447

CROSBYTON	806	675	PENNINGTON	936	638
CROSS PLAINS	254	725	PERRYTON	806	434, 435
CUSHING	936	326	PETERSBURG	806	667
DAINGERFIELD	903	645	PINELAND	409	584
DALHART	806	249	POST	806	495
DARROUZETT	806	624	PURDON	903	673
DARROUZETT, OK	580	984	PUTNAM	325	662
DAWSON	254	578	RALLS	806	253
DEKALB	903	667	REDWATER	903	671
DENVER CITY	806	592	REKLAW	936	369
DEPORT	903	652	RICHLAND	903	362
DETROIT	903	674	RIESEL	254	896
DIMMITT	806	647	RISING STAR	254	643
DODSON	806	493	ROCHESTER	940	743
DOUGLASSVILLE	903	846	ROGERS	254	642
DUMAS	806	934, 935	ROPESVILLE	806	562
ELKHART	903	764	ROSEBUD	254	583
ESTELLINE	806	888	RULE	940	997
FABENS	915	764, 765	SANFORD	806	865
FAIRFIELD	903	389	SEAGRAVES	806	546
FAIRMOUNT	409	579	SEYMOUR	940	888
FOLLETT	806	653	SHALLOWATER	806	832
FORSAN	432	457	SIERRA BLANCA	915	369
FORT HANCOCK	915	769	SIMMS	903	543

FRANKEL CITY	432	596	SLOCUM	903	478
FRANKLIN	979	828	SMYER	806	234
FRIONA	806	247	SPADE	806	233
FRITCH	806	857	SPEARMAN	806	659
FROST	903	682	STRAITFORD	806	396
GARY	903	685	STREETMAN	903	599
GLEN ROSE	254	897, 898	SUNDOWN	806	229
GRAPELAND	936	687	SUNRAY	806	948
GROOM	806	248	TAHOKA	806	998
GROVETON	936	642	TENAH	936	248
HAPPY	806	558	TEXARKANA (Texas/Arkansas)	903	223, 334, 351, 614, 735, 791, 792, 793, 794, 798, 823, 826, 831, 832, 838
			TEXARKANA	870	772, 773, 774, 775, 779
HARTLEY	806	385	THROCKMORTON	940	849
HASKELL	940	864	TOYAH	432	259
HEDLEY	806	858	TRENT	325	882
HEMPHILL	409	787	TRINITY	936	594
HIGGINS	806	852, 862	TULSA	806	995
HIGGINS, OK	580	982	UNCERTAIN	903	789
HILLTOP LAKES	936	855	VALENTINE	432	467
HOLIDAY	940	586	VAN HORN	432	283
HOOKS	903	547	VEGA	806	267
HUBBARD	254	576	WALNUT SPRINGS	254	797
HUGHES SPRINGS	903	639	WEINERT	940	673
HUNTINGTON	936	422, 876	WELLINGTON	806	447
HURLWOOD	806	885	WHEELER	806	826

IDALOU	806	892	WHITE DEER	806	883
IMPERIAL	432	536	WHITEFACE	806	287
IOLA	936	394	WHITHARRAL	806	299
IRENE	254	678	WILDORADO	806	426
JOAQUIN	936	269	WILSON	806	628
KAMAY	940	438	WOLFFORTH	806	866
KARNACK	903	679	ZAVALLA	936	897

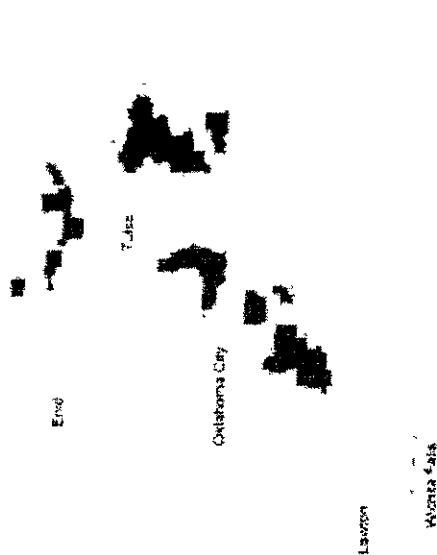
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VALOR Telecom Service Areas and Exchanges:



### VALOR Telecom Exchanges for OKLAHOMA

NAME OF CITIES	AREA CODE	EXCHANGE NUMBERS	NAME OF CITIES	AREA CODE	EXCHANGE NUMBERS
ASHER	405	784	MORRIS	918	733
AVANT	918	263	PADEN	405	932
BARNSDALL	918	847	PORTER	918	483
BOYNTON	918	472	PRAGUE	405	567



BROKEN ARROW	918	249, 250, 251, 252, 254, 258, 259, 294, 307, 355, 357, 449, 451, 455, 459, 461	PURCELL	405	527
CHECOTAH	918	473	RAMONA	918	536
COWETA	918	279, 486	SNUG HARBOR	918	462
FAIRFAX	918	642	ST LOUIS	405	289
HASKELL	918	482	STROUD	918	968
HOMINY	918	885	TECUMSEH	405	598
KAW CITY	580	269	WAGONER	918	485
LINDSAY	405	756	WASHINGTON	405	288
MAYSVILLE	405	867	WAYNE	405	449
MEEKER	405	279			

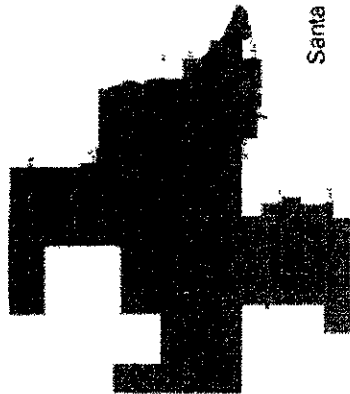
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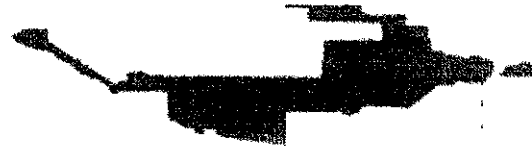
Service Areas and Exchanges in New Mexico



Santa Fe

Albuquerque





El Paso

### VALOR Telecom Exchanges for NEW MEXICO

NAME OF CITIES	AREA CODES	EXCHANGE NUMBERS	NAME OF CITIES	AREA CODES	EXCHANGE NUMBERS
ABIQUIU	505	685	JAL	505	395
ALTO	505	336	JAL, TX	915	295
CABALLO ANIMAS	505	743	JEMEZ SPRINGS	505	829
CANJILON	505	684	LINDRITH	505	774
CAPITAN	505	354	LOVING	505	745
CARLSBAD	505	234, 236, 885, 887	LOVINGTON	505	396
CARLSBAD CAVERNS	505	785	LYBROOK	505	568
CHAMA	505	756	MESCALERO	505	671
CHIMAYO	505	351	OJO CALIENTE	505	583
CUBA	505	289	RUIDOSO	505	257, 630
			RUIDOSO		

DIXON	505	579	DOWN'S	505	378
DULCE	505	759	WHITE MOUNTAIN	505	258
EL RITO	505	581	SAN YSIDRO	505	834
ELEPHANT BUTTE	505	744	TIERRA AMARILLA	505	588
ESPANOLA	505	747, 753	TRUCHAS	505	689
EUNICE	505	394	TRUTH OR CONSEQUENCES	505	894
GALLINA	505	638	VALLECITOS	505	582
HILLSBORO	505	895	VELARDE	505	852
HOBBS	505	337, 391, 392, 393, 394, 397, 492, 738			
HOBBS, TX	432	297			